



**THE BRISBANE 4 WHEEL DRIVE
CLUB Inc.**

CONSTITUTION

History of the Brisbane Four Wheel Drive Club Inc.

On the 9th June 1970, a group of Land Rover Owners and enthusiasts met at Annand & Thompson's premises at Newstead to form the Land Rover Owners Club of Australia, Brisbane Branch.

In May 1972, the name of the Club was changed by constitutional amendment to The Brisbane Land Rover and All Four Wheel Drive Club to enable owners of all makes of four wheel drive vehicles to be eligible for membership.

In December 1976, the club name was changed to Brisbane Four Wheel Drive Club and in February 1977, an entirely new constitution was adopted.

From a humble beginning of twenty-eight members, the club has grown and developed. Over the years almost every conceivable make and model of four wheel drive vehicle has taken part on club trips.

In October 1986, the club became an incorporated body thus a new constitution was adopted. The name was then changed and still remains, "The Brisbane Four Wheel Drive Club Inc."

In September 1997, in an effort to upgrade the club's image to that of the family orientated, camping and four wheel drive club, members adopted a new logo.

In September 2009, the Club amended its Constitution to bring it into line with the latest version of the Incorporations Act and as a result amended its By-laws as well.

In 2015 the Club celebrated 45 years of existence. Congratulations all past and present members on this magnificent achievement.

In October 2016 the Club held the 4WD Queensland Corroboree at Woodford which was a great success and enhanced the reputation of the Club in the state.

In July 2017, the Club amended its Constitution and By-Laws to reflect current best practice.

The management committee wishes all its members, new and old, safe and happy four wheel driving experiences in the future.

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CONSTITUTION AMENDMENTS REGISTER

Revision	Summary	Date
0	Upgrade of Old Constitution using Incorporations Act Model Rules. Adopted June Special General Meeting	June 2009
0	Submission to Office Of Fair Trading for acceptance and registration	July 2009
0	Ratification by Office of Fair Trading	August 2009
0	Distributed to Club Members	February 2010
1	Upgrade of the Constitution	July 2017

THE BRISBANE 4 WHEEL DRIVE CLUB Inc. CONSTITUTION

1 Interpretation

(1) In these rules -

Act means the *Associations Incorporation Act 1981*.

present -

(a) at a management committee meeting, see rule 22.5; or

(b) at a general meeting, see rule 33.2.

(2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

(1) The name of the incorporated association is "The Brisbane Four Wheel Drive Club Inc" (in these rules called the Club).

3 Vision and Goals

(1) Will be proposed by the management committee

(2) Will be decided upon by a vote at a general meeting.

(3) Will be recorded in the Club By-laws

4 Powers

(1) The Club has the powers of an individual

(2) The Club may, for example:

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

5 Membership

(1) The membership of the Club shall consist of the following classes of members:

(a) Individual

(b) Family Members

(c) Social Members

(d) Honorary Life Members

(e) Interstate Member.

(2) Previous memberships not mentioned in rule 5(1) will be maintained as they are.

(3) Classification of members:

(a) Individual Membership: Shall be open to any person over the age of seventeen.

(b) Family Membership: Not more than two people who qualify for "individual membership" and/or their dependent children. Family membership shall be entitled to a maximum of two votes only, being one per adult.

(c) Social Membership: May be conferred or cancelled by a majority vote at a committee meeting.

Social members shall enjoy all the privileges of Single/Family members, save they shall not:

(i) have voting rights;

(ii) be eligible for office;

- (iii) drive in any off road activity rated above easy
- (d) Honorary Life Membership:
 - (i) Any fifteen financial members may nominate another financial member for Honorary Life Membership in the Brisbane Four Wheel Drive Club Inc.
 - (ii) The nominee must have been an active and continuous member for at least the last eight years of the Club, and must have served on the management committee of the Club for at least four years. Active is taken to mean that the member regularly participates in club events and that the member is a known presence within the Club.
 - (iii) Honorary Life Membership may only be granted after the candidate has ceased to be a member of the management committee but does not preclude the candidate being elected to future management committees.
 - (iv) The nomination, with the fifteen proposer's names and signatures must be submitted in writing to the management committee for its recommendation and must be received by the management committee at least three months before the next Annual General Meeting. The management committee will, if it accepts the recommendation, pass a special resolution to bestow a Life Membership on the nominated member.
 - (v) The president of the Club shall write to the candidate informing the candidate that he or she has been nominated by some of the members for Honorary Life Membership; that the management committee has approved the recommendation and passed a special resolution to that effect; that the presentation of the Life Membership will occur at the next Annual General Meeting of the Club and that the candidate is invited to attend the Annual General Meeting.
 - (vi) The secretary shall give at least fourteen days notice in writing to all Members of the Special resolution and that as part of the Annual General Meeting there is to be a presentation of Life Membership.
 - (vii) Honorary Life Membership is to be an actual member for life, and can only be terminated by the management committee under the conditions stated within the Termination of Membership rules of this Constitution.
 - (viii) Honorary Life Members who wish to continue participation in the clubs off-road activities are required to pay an annual fee based on the current Association levy.
 - (ix) The member can receive the Club magazine by post at no charge.
- (e) Interstate Membership: May be granted to any financial member of an affiliated interstate Club/Association, who can produce a current interstate membership card, provided that the member intends to become a permanent resident in Queensland and at the normal renewal date for payment of annual fees, the interstate member shall become an Individual Member or Family Member as applicable. However, a member of an affiliated Interstate Club/ Association who is visiting Queensland for a limited time and who can produce a current interstate membership card, may be granted temporary membership for a period of up to four months or for the duration of the visit if less than four months, without the payment of any fees.

6 New Membership

- (1) Except in the case of Honorary Membership [see Rule 5.3(d)]; an applicant for membership of the Club must be proposed by one member of the Club (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be:
 - (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and

(c) in the form decided by the management committee.

7 Membership Fees

(1) The membership fee is a sum of a club fee, magazine subscription fee if required and the Association/Insurance fee. The club fee and magazine subscription fee are to be determined at a general meeting. The joining fee of the club shall be determined at a general meeting and be Payable on the initial application for membership. The following types of membership shall have a subscription fee, which is a percentage of the determined fee and that amount to be taken to the nearest dollar:

- (a) Individual Membership - 100%
 - (b) Family Membership - Individual Membership plus ten dollars
 - (c) Social Membership - 50% of the Individual Membership fee
 - (d) Honorary Life Membership (if any) shall be determined by the management committee.
 - (e) Interstate Membership shall become liable for payment of fees at the commencement of the Club's next financial year.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.
- (3) Discounts to the above fees may be applicable and recorded in the bylaws as required but will be approved at a general meeting.

8 Admission and Rejection of Members

- (1) The management committee must consider an application for membership at the next committee meeting after it receives:
- (a) the application for membership;
 - (b) the appropriate membership fee for the application.
 - (c) the management committee must ensure that, as soon as possible after the person applies to become a member of the Club, and before the management committee considers the person's application, the person is advised:
 - (i) whether or not the Club has public liability insurance; and
 - (ii) if the Club has public liability insurance, the amount of the insurance
- (2) The management committee must decide at the meeting whether to accept or reject the application
- (3) If a majority of the members of the management committee present at the meeting vote to Accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for
- (4) The membership officer of the Club must, as soon as practicable after the management committee decides to accept or reject an application, advise the applicant of the decision.

9 Termination of Membership

- (1) A member may resign from the Club at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) The management committee may terminate a member's membership:
- (a) if the member is convicted of an indictable offence; or
 - (b) if the member fails to comply with any of the provisions of these Rules; or
 - (c) if the member has membership fees in arrears for a period of two months or more; or

(d) if the member conducts him/herself in a manner considered to be injurious or prejudicial to the character or interests of the Club; or

(e) as an outcome of a B4WD Dispute Resolution Process.

(3) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(4) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

(5) A member who has membership fees of more than two months in arrears will be considered to have resigned from the club as per rule 9.1.

10 Appeal Against Rejection or Termination of Membership

(1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

11 General Meeting to Decide Appeal

(1) The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(5) If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12 Register of Members

(1) The management committee must keep a register of members of the Club.

(2) The register must include the following particulars for each member:

(a) the full name of the member;

(b) the postal or residential address of the member;

(c) the date of admission as a member;

(d) the date of death or resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the management committee or the members at a general meeting decide;

(g) the classification of each member's membership

- (3)The register must be open for inspection by members of the Club at all reasonable times.
- (4)A member must contact the secretary to arrange an inspection of the register.
- (5)However, the management committee may, on the application of a member of the Club, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm or if the member has asked for particular details to be kept private.

13 Prohibition on Use of Information on Register of Members

- (1)A member of the Club must not:
 - (a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2)Rule 13.1 does not apply if the use or disclosure of the information is approved by the Club at a general meeting.

14 Appointment or Election of Secretary

- (1)The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
 - (a) a member of the Club elected by the Club as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary:
 - (i) a member of the Club's management committee;
 - (ii) another member of the Club;
 - (iii) another person.
- (2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Club within 1month after the vacancy happens.
- (3) If the management committee appoints a person mentioned in rule (14.1(b)(iii)) as secretary, the person does not become a member of the management committee.
- (4) In this rule - *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

15 Removal of Secretary

- (1)The management committee of the Club may at any time remove a person appointed by the committee as the secretary.
- (2)If the management committee removes a secretary who is a person mentioned in rule 14.1(b)(i), the person remains a member of the management committee.

16 Functions of Secretary

- (1) The secretary's functions include, but are not limited to:
 - (a) calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Club; and

- (b) keeping minutes of each meeting; and
- (c) keeping copies of correspondence and other documents relating to the Club; and
- (d) maintaining the register of members of the Club.

17 Membership of Management Committee

- (1) The management committee of The Club shall be elected at a general meeting and shall consist of:
 - (a) an Executive body consisting of a president, secretary, treasurer and vice president;
 - (b) other positions as decided upon by the club and defined in the club By-laws.
- (2) A member of the management committee, other than secretary appointed by the management committee under 14.1(b)(iii), must be a member of the Club.
- (3) At each annual general meeting of the Club, members of the management committee must retire from office, but are eligible, for re-election.
- (4) A member of the Club may be appointed to a casual vacancy on the management committee under rule 20.
- (5) A member may hold an individual executive position for a maximum of three consecutive years
 - (a) if the position remains vacant at the AGM the member may be nominated from the floor.

18 Electing the Management committee

- (1) A member of the management committee may only be elected as follows:
 - (a) any two members of the Club may nominate another member (the nominee) to serve as a member of the management committee;
 - (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least fourteen days before the annual general meeting at which the election is to be held;
 - (c) each member of the Club present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
 - (a) is an adult of at least eighteen years of age; and
 - (b) is eligible to be elected as a member under section 61A of the Act.
 - (c) is a current financial member
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Club for at least seven days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
 - (a) whether or not the Club has public liability insurance; and
 - (b) if the Club has public liability insurance - the amount of the insurance.

19 Resignation, Removal or Vacation of Office of Management Committee Member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at:
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice - the later time.
- (3) A member may be removed from office at a general meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on Management Committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Club to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 23.1 as a quorum of the management committee, the continuing members may act only to:
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the Club.

21 Functions of Management Committee

- (1) Subject to these rules or a resolution of the members of the Club carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Club
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
Note: The Act prevails if the Club's rules are inconsistent with the Act - see section 1B of the Act.
- (3) The management committee may exercise the powers of the Club:
 - (a) to raise or secure the payment of amounts in a way the members of the club decide; and
 - (b) to invest in a way the members of the Club may from time to time decide.

22 Meetings of Management Committee

- (1) Subject to this rule, the management committee shall:
 - (a) meet at least once every calendar month; and
 - (b) regulate its proceeding as it thinks fit.
- (2) The management committee must decide how a meeting is to be called.
- (3) Seven days notice of a meeting is to be given in the way decided by the management committee except for emergency meetings.

(4)The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(5)A committee member who participates in the meeting as mentioned in rule 22.4 is taken to be present at the meeting.

(6)A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(7)A member of the management committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.

(8)The president is to preside as chairperson at a management committee meeting.

(9)If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the vice-president is to preside as chairperson, or if the vice-president is not present, the members may choose one of their number to preside as chairperson at the meeting.

23 Quorum For, and Adjournment of, Management Committee Meeting

(1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2)If there is no quorum within thirty minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

(3)If there is no quorum within thirty minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:

(a) the meeting is to be adjourned for at least one day; and

(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4)If, at an adjourned meeting mentioned in rule 23.3, there is no quorum within thirty minutes after the time fixed for the meeting, the meeting lapses.

24 Special Meeting of Management Committee

(1)If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen days after the secretary receives the request.

(2)If the secretary is unable or unwilling to call the special meeting (of the committee), the president must call the meeting.

(3)A request for a special meeting (of the committee) must state:

(a) why the special meeting (of the committee) is called; and

(b) the business to be conducted at the meeting.

(4)A notice of a special meeting must state:

(a) the day, time and place of the meeting; and

(b) the business to be conducted at the meeting.

(5)A special meeting of the management committee must be held within fourteen days after notice of the meeting is given to the members of the management committee.

25 Minutes of Management Committee Meetings

- (1)The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (2)To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- (3)A member may request a copy of the management committee minutes. The management committee may blank out any information by majority vote on a case by case basis that is deemed inappropriate to be shared publically. The copy will be an electronic version which is a PDF file.

26 Appointment of Sub-Committees

- (1)The management committee may appoint a sub-committee consisting of members of the club considered appropriate to help with the conduct of the Club's operations.
- (2)A member of the sub-committee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3)The management committee will nominate the chairperson and create a sub-committee task description which will include but not limited to:
 - (a) Scope
 - (b) Goals
 - (c) Reporting
 - (d) Target date
 - (e) Keeping of minutes
- (4)If the chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5)A sub-committee may meet and adjourn as it considers appropriate.
- (6)A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative. The sub-committee may decide issues outside of the meeting but this decision must be ratified and passed at the next sub-committee meeting and recorded in the minutes.
- (7)The sub-committee can create a budget for the task if required to be approved by the management committee.

27 Acts Not Affected by Defects or Disqualifications

- (1)An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2)Rule 27.1 applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

28 Resolutions of Management Committee Without Meeting

- (1)A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in rule 28.1 may consist of several documents in like form, each signed by one or more members of the committee.

(3) The committee may decide an issue via electronic media or the like but the decision must be ratified at the next management committee meeting and recorded in the minutes.

29 Annual General Meetings

(1) Each annual general meeting must be held:

- (a) at least once each year; and
- (b) within three months after the end date of the Club's reportable financial year.

30. Business to Be Conducted at Annual General Meeting of 'Other Level 3 Incorporated Associations'

(1) This rule applies only if the Club remains as a Level 3 Incorporated Association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Club:

- (a) receiving the Club's financial statement and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the management committee;
- (d) advise for or against the need and necessity for the Club to carry Public Liability insurance and if needed, the level and details of such cover.

31 Notice of General Meeting

(1) The secretary may call a general meeting of the Club.

(2) The secretary must give at least fourteen days notice of the meeting to each member of the Club.

(3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

(4) The management committee may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing:

- (a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
 - (i) to reject the person's application for membership of the Club; or
 - (ii) to terminate the person's membership of the Club;
- (b) a meeting called to hear and decide a proposed special resolution of the Club.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

32 Quorum For, and Adjournment of, General Meeting

(1) The quorum for a general meeting is:

- (a) at least the number of members elected or appointed to the management committee at the close of the Club's last general meeting plus one; or
- (b) if all members of the Club are members of the management committee, the quorum is the total number of members less one.

(2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(3) For the purposes of this rule a "member" includes a person attending as a proxy

(4) If there is no quorum within thirty minutes after the time fixed for a general meeting called on the request of members of the management committee or the Club, the meeting lapses.

- (5) If there is no quorum within thirty minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Club:
- (a) the meeting is to be adjourned for at least seven days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule 6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty days.
- (9) If a meeting is adjourned for at least thirty days, notice of the adjourned meeting must be given.

33 Procedure at General Meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in rule 33.1 is taken to be present at the meeting.
- (3) At each general meeting:
- (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within fifteen minutes after the time fixed for the meeting or is unwilling to act, then vice president is to preside as chairperson, and or the members present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

34 Voting at General Meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the Chairperson shall have a second or casting vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting by more than one month.
- (4) Voting shall be by show of hands or a division of members.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

35 Special General Meeting

- (1) The secretary must call a special general meeting by giving each member of the Club notice of the meeting within fourteen days after:
- (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by:

- (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Club equal to double the number of members of the Club on the management committee when the request is signed plus one; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in rule 35.1(b) must state:
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three months after the secretary:
- (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in rule 35.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in rule 35.1(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

36 Proxies

- (1) An instrument appointing a proxy must be in writing.
- (2) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

ASSOCIATION: Brisbane Four Wheel Drive Club Inc.

I, _____ of _____
 being a member of the above-named Association, hereby appoint _____ of _____
 or failing that, _____ of _____
 as my proxy to vote on my behalf at the (annual) general
 meeting of the _____ Association, to be held on
 the _____ day of _____ 20____.
 Signature: _____

This form is to be used *in favour of / *against the resolution. Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

- (3) The instrument appointing a proxy must:
 - (a) if the appointer is an individual - be signed by the appointer or the appointers' attorney properly authorised in writing; or
 - (b) if the appointer is a corporation:
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (4) A proxy may be a member of the Club or another person.
- (5) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(6) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

37 Minutes of General Meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Club, the secretary must, within 28 days after the request is made:
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The Club may require the member to pay the reasonable costs of providing copies of the minutes.

38 By-Laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Club.

39 Alteration of Rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

40 Common Seal

- (1) The management committee must ensure the Club has a common seal.
- (2) The common seal must be:
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

41 Funds and Accounts

- (1) The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the management committee.

- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment is made by cheque or electronic transfer, the transaction must be authorised/signed by any two of the following:
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any one other member of the Club who has been authorised by the management committee to act as a signatory on the Club bank accounts
- (6) However, one of the persons who authorises/signs the cheque or electronic transfer must be the president, the secretary or the treasurer.
- (7) No two members from a Family membership can be approvers/signatories on a cheque or electronic transfer
- (8) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (9) A petty cash account must be kept on the Imprest system and the management committee must decide the amount of petty cash to be kept in the account.
- (10) The Club's management committee must:
 - (a) approve or ratify the Club's expenditure; and
 - (b) ensure the approval or ratification is recorded in the management committee's minute book.
- (11) The Club's treasurer, or other authorised officer, must:
 - (a) receive all amounts paid to the Club and immediately give a receipt for the amounts; and
 - (b) as soon as practicable:
 - (i) deposit each amount received into the Club's account with a financial institution; and
 - (ii) enter the particulars of each amount received, and payments made by the Club, into the Club's cash book.
- (12) The Club's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the Club's management committee.
- (13) The Club's treasurer, or other authorised officer, must regularly:
 - (a) balance the cash book; and
 - (b) make a reconciliation between the cash book and the balance of the Club's account with a financial institution.
- (14) Before spending more than \$2000 on a club asset the management committee should seek input from the members

42 General Financial Matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared
- (2) On behalf of the management committee, the treasurer will have the finances reviewed or audited annually by a third person depending on whatever is appropriate to ensure the integrity of the accounts.

(3) The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

43 Documents

(1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

44 Financial Year

(1) The end date of the Club's financial year is 31st May in each year.

45 Distribution of Surplus Assets to Another Entity

(1) This rule applies if the Club:

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Club.

(3) The surplus assets must be given to another entity:

- (a) having objects similar to the Club's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule, surplus assets see section 92(3) of the Act.